

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)

LEHMAN BROTHERS HOLDINGS INC.,

Plaintiff,

v.

BARCLAYS CAPITAL, INC.,

Defendant.

Adv. Proc. No. 09-01731 (JMP)

DECLARATION OF HAMISH P.M. HUME

HAMISH P.M. HUME, pursuant to 28 U.S.C. § 1746, declares as follows:

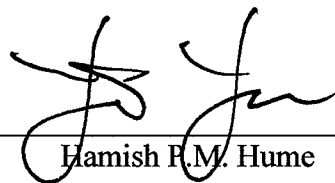
1. I am a partner of the law firm of Boies, Schiller & Flexner LLP, counsel to Barclays Capital Inc. ("Barclays") in the above proceeding. I am a member in good standing of the Bar of the State of New York.
2. I submit this Declaration in support of Barclays' Memorandum in Opposition to LBHI's Motion and in Support of Barclays' Motion for Summary Judgment on Count II of LBHI's Adversary Complaint.
3. Attached hereto are true and correct copies of the following documents relevant to this motion:

Exhibit	Description
1.	BCI Ex. 1 — Asset Purchase Agreement, dated as of September 16, 2008, between Lehman Brothers Holdings, Inc., Lehman Brothers, Inc., LB 745 LLC, and Barclays Capital, Inc.
2.	BCI Ex. 16 — September 19, 2008 Order Under 11 U.S.C. §§ 105(A), 363, and 365 and Federal Rules Of Bankruptcy Procedure 2002, 6004 and 6006 Authorizing and Approving (A) the Sale of Purchased Assets Free and Clear of Liens and Other Interests and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases
3.	BCI Ex. 49 — September 19, 2008 Hearing Transcript [Excerpt]
4.	BCI Ex. 106 — September 16, 2008 11:18am Financial Schedule
5.	BCI Ex. 131a — October 8, 2008 Alvarez & Marsal Report to the Unsecured Creditors Committee of Lehman Brothers Holdings Inc.
6.	BCI Ex. 142 — Acquisition Balance Sheet of OBS Compensation Accrual
7.	BCI Ex. 161 — February 19, 2009 letter from B. Marsal to R. Ricci
8.	BCI Ex. 207 — September 18, 2008 7:02 pm email from M. Kelly to R. Krasnow
9.	BCI Ex. 209 — September 18, 2008 8:51 pm email from D. Flores to B. Ridings
10.	BCI Ex. 212 — Email chain including September 19, 2008 1:12 am email from M. Kelly to D. Coles
11.	May 3, 2010 Trial Transcript [Excerpt]
12.	BCI Ex. 579 — September 18, 2008 9:16 am email from P. Parker to T. Sullivan
13.	BCI Ex. 862 — Declaration of Rajesh Ankalkoti in Support of Debtor's Motion for an Order, Pursuant to Fed. R. Bankr. P. 2004, Authorizing Discovery from Barclays Capital, Inc.
14.	M.91 — September 23, 2008 9:15 am email from M. Evans to R. Diamond
15.	M. 118 — December 5, 2008 Motion Under 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 9019(a) for Entry of an Order Approving Settlement Agreement
16.	June 21, 2011 Declaration of Paul Exall
17.	June 22, 2011 Declaration of Sharyn Anglely
18.	June 22, 2011 Declaration of Mark Kurman
19.	June 22, 2011 Declaration of Arthur Kohn
20.	June 22, 2011 Declaration of Alan Johnson

Exhibit	Description
21.	U.S. Dept. of Labor, Glossary of Compensation Terms 18 (1998) [Excerpt]
22.	Glossary of Terms Significant to the Human Resource Management Function [Excerpt]
23.	Black's Law Dictionary 301 (8th ed. 1999) [Excerpt]
24.	BCI Ex. 133 — January 28, 2009 Gross Acquisition Balance Sheet
25.	September 15, 2009 LBHI Rule 60 Brief [Excerpt]
26.	January 13, 2010 Stipulation and Proposed Order between the Debtors, Trustee, Committee, and Barclays Capital Inc. Concerning Certain Claims Made in Adversary Complaints Filed by LBHI, SIPA Trustee and Creditors Committee
27.	January 29, 2010 BCI Rule 60 Opposition Brief [Excerpt]
28.	March 18, 2010 LBHI Rule 60 Reply Brief [Excerpt]
29.	November 22, 2010 Barclays Post-Closing Findings of Fact [Excerpt]
30.	November 22, 2010 LBHI Post-Trial Brief [Excerpt]
31.	February 22, 2010 Opinion Regarding Motions Seeking Modification of the Sale Order Pursuant to Rule 60(b), the Trustee's Motion for Relief Under the SIPA Sale Order, Barclays' Cross-Motion to Enforce the Sale Orders and Adjudication of Related Adversary Proceedings
32.	January 7, 2010 Harvey Miller Deposition Transcript [Excerpt]
33.	August 6, 2009 Steven Berkenfeld Deposition Transcript [Excerpt]
34.	August 10, 2009 Hugh McGee Deposition Transcript [Excerpt]
35.	August 27, 2009 Paul Exall Deposition Transcript [Excerpt]
36.	September 2, 2009 Bart McDade Deposition Transcript [Excerpt]
37.	December 17, 2009 Saul Burian Deposition Transcript [Excerpt]
38.	January 8, 2010 Alvin Brown Deposition Transcript [Excerpt]
39.	April 26, 2010 Trial Transcript [Excerpt]
40.	April 27, 2010 Trial Transcript [Excerpt]
41.	April 28, 2010 Trial Transcript [Excerpt]
42.	April 29, 2010 Trial Transcript [Excerpt]
43.	April 30, 2010 Trial Transcript [Excerpt]

Exhibit	Description
44.	May 6, 2010 Trial Transcript [Excerpt]
45.	May 7, 2010 Trial Transcript [Excerpt]
46.	June 21, 2010 Trial Transcript [Excerpt]
47.	August 23, 2010 Trial Transcript [Excerpt]
48.	August 24, 2010 Trial Transcript [Excerpt]
49.	August 27, 2010 Trial Transcript [Excerpt]
50.	August 31, 2010 Trial Transcript [Excerpt]
51.	September 2, 2010 Trial Transcript [Excerpt]
52.	June 25, 2010 Trial Transcript [Excerpt]
53.	June 22, 2010 Trial Transcript [Excerpt]

I declare under penalty of perjury that the foregoing is true and correct. Executed this
22nd day of June 2011, in Washington, D.C.



Hamish P.M. Hume